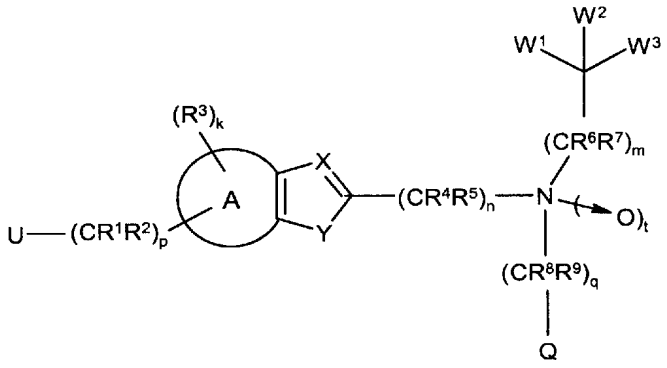
**Amendments to the claims**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims**:

1. (Previously presented): A compound of Formula I:




I

wherein:

X is CH or N;

Y is $N(R^{10})$, O, or S, wherein t is 0 or 1 when Y is $N(R^{10})$ or O, and t is 0 when Y is S;

U is selected from halo, $-OR^{10}$, $-NR^{14}R^{15}$, nitro, cyano, $-COOR^{10}$, $-COR^{13}$, $-OCOR^{13}$, $-CONR^{14}R^{15}$, $-N(R^{14})COR^{13}$, $-SO_3H$, $-SO_2NR^{14}R^{15}$, $-C(=NR^{17})NR^{14}R^{15}$, $-N(R^{14})SO_2R^{16}$, and a 5 or 6-membered heterocyclic group;

A is a phenyl fused ring moiety or a pyridyl fused ring moiety, wherein when A is a phenyl ring moiety, k is 0-3 and t is 0 or 1 and when A is a pyridyl ring moiety, k is 0-2 and t is 0;

$W^1$ is selected from $C_3$-$C_8$ cycloalkyl, aryl and Het, wherein said $C_3$-$C_8$ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, $C_1$-$C_6$ alkyl, $C_3$-$C_6$ alkenyl, $C_3$-$C_6$ alkynyl, -$C_0$-$C_6$ alkyl-$CO_2R^{10}$, -$C_0$-$C_6$ alkyl-$C(O)SR^{10}$, -$C_0$-$C_6$ alkyl-$CONR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$COR^{13}$, -$C_0$-$C_6$ alkyl-$NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$SR^{10}$, -$C_0$-$C_6$ alkyl-$OR^{10}$, -$C_0$-$C_6$ alkyl-$SO_3H$, -$C_0$-$C_6$ alkyl-$SO_2NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$SO_2R^{10}$, -$C_0$-$C_6$ alkyl-$SOR^{13}$, -$C_0$-$C_6$ alkyl-$OCOR^{13}$,

-$C_0$-$C_6$ alkyl-$OC(O)NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$OC(O)OR^{13}$, -$C_0$-$C_6$ alkyl-$NR^{11}C(O)OR^{13}$, -$C_0$-$C_6$ alkyl-$NR^{11}C(O)NR^{11}R^{12}$, and -$C_0$-$C_6$ alkyl-$NR^{11}COR^{13}$, where said $C_1$-$C_6$ alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

$W^2$ is selected from H, halo, $C_1$-$C_6$ alkyl, $C_2$-$C_6$ alkenyl, $C_2$-$C_6$ alkynyl, -$C_0$-$C_6$ alkyl-$NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$SR^{10}$, -$C_0$-$C_6$ alkyl-$OR^{10}$, -$C_0$-$C_6$ alkyl-$CO_2R^{10}$, -$C_0$-$C_6$ alkyl-$C(O)SR^{10}$, -$C_0$-$C_6$ alkyl-$CONR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$COR^{13}$, -$C_0$-$C_6$ alkyl-$OCOR^{13}$, -$C_0$-$C_6$ alkyl-$OCONR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$NR^{11}CONR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$NR^{11}COR^{13}$, -$C_0$-$C_6$ alkyl-Het, -$C_0$-$C_6$ alkyl-Ar and -$C_0$-$C_6$ alkyl-$C_3$-$C_7$ cycloalkyl, wherein said $C_1$-$C_6$ alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the $C_3$-$C_7$ cycloalkyl, Ar and Het moieties of said -$C_0$-$C_6$ alkyl-Het, -$C_0$-$C_6$ alkyl-Ar and -$C_0$-$C_6$ alkyl-$C_3$-$C_7$ cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, $C_1$-$C_6$ alkyl, $C_3$-$C_6$ alkenyl, $C_3$-$C_6$ alkynyl, -$C_0$-$C_6$ alkyl-$CO_2R^{10}$, -$C_0$-$C_6$ alkyl-$C(O)SR^{10}$, -$C_0$-$C_6$ alkyl-$CONR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$COR^{13}$, -$C_0$-$C_6$ alkyl-$NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$SR^{10}$, -$C_0$-$C_6$ alkyl-$OR^{10}$, -$C_0$-$C_6$ alkyl-$SO_3H$, -$C_0$-$C_6$ alkyl-$SO_2NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$SO_2R^{10}$, -$C_0$-$C_6$ alkyl-$SOR^{13}$, -$C_0$-$C_6$ alkyl-$OCOR^{13}$, -$C_0$-$C_6$ alkyl-$OC(O)NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$OC(O)OR^{13}$, -$C_0$-$C_6$ alkyl-$NR^{11}C(O)OR^{13}$, -$C_0$-$C_6$ alkyl-$NR^{11}C(O)NR^{11}R^{12}$, and -$C_0$-$C_6$ alkyl-$NR^{11}COR^{13}$, where said $C_1$-$C_6$ alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

$W^3$ is selected from the group consisting of: H, halo, $C_1$-$C_6$ alkyl, -$C_0$-$C_6$ alkyl-$NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$SR^{10}$, -$C_0$-$C_6$ alkyl-$OR^{10}$, -$C_0$-$C_6$ alkyl-$CO_2R^{10}$, -$C_0$-$C_6$ alkyl-$C(O)SR^{10}$, -$C_0$-$C_6$ alkyl-$CONR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$COR^{13}$, -$C_0$-$C_6$ alkyl-$OCOR^{13}$, -$C_0$-$C_6$ alkyl-$OCONR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$NR^{11}CONR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$NR^{11}COR^{13}$, -$C_0$-$C_6$ alkyl-Het, -$C_1$-$C_6$ alkyl-Ar and -$C_1$-$C_6$ alkyl-$C_3$-$C_7$ cycloalkyl, wherein said $C_1$-$C_6$ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is selected from $C_3$-$C_8$ cycloalkyl, Ar and Het; wherein said $C_3$-$C_8$ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or

more groups independently selected from halo, cyano, nitro, $C_1$-$C_6$ alkyl, $C_3$-$C_6$ alkenyl, $C_3$-$C_6$ alkynyl, -$C_0$-$C_6$ alkyl-$CO_2R^{10}$, -$C_0$-$C_6$ alkyl-$C(O)SR^{10}$, -$C_0$-$C_6$ alkyl-$CONR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$COR^{13}$, -$C_0$-$C_6$ alkyl-$NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$SR^{10}$, -$C_0$-$C_6$ alkyl-$OR^{10}$, -$C_0$-$C_6$ alkyl-$SO_3H$, -$C_0$-$C_6$ alkyl-$SO_2NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$SO_2R^{10}$, -$C_0$-$C_6$ alkyl-$SOR^{13}$, -$C_0$-$C_6$ alkyl-$OCOR^{13}$, -$C_0$-$C_6$ alkyl-$OC(O)NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$OC(O)OR^{13}$, -$C_0$-$C_6$ alkyl-$NR^{11}C(O)OR^{13}$, -$C_0$-$C_6$ alkyl-$NR^{11}C(O)NR^{11}R^{12}$, and -$C_0$-$C_6$ alkyl-$NR^{11}COR^{13}$, where said $C_1$-$C_6$ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

p is 0-8;

n is 2;

m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

each $R^1$ and $R^2$ are independently selected from H, halo, $C_1$-$C_6$ alkyl, $C_3$-$C_6$ alkenyl, $C_3$-$C_6$ alkynyl, -$C_0$-$C_6$ alkyl-$NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$OR^{10}$, -$C_0$-$C_6$ alkyl-$SR^{10}$, -$C_1$-$C_6$ alkyl-Het, -$C_1$-$C_6$ alkyl-Ar and -$C_1$-$C_6$ alkyl-$C_3$-$C_7$ cycloalkyl, or $R^1$ and $R^2$ together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where said $C_1$-$C_6$ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each $R^3$ is the same or different and is independently selected from halo, cyano, nitro, $C_1$-$C_6$ alkyl, $C_3$-$C_6$ alkenyl, $C_3$-$C_6$ alkynyl, -$C_0$-$C_6$ alkyl-Ar, -$C_0$-$C_6$ alkyl-Het, -$C_0$-$C_6$ alkyl-$C_3$-$C_7$ cycloalkyl, -$C_0$-$C_6$ alkyl-$CO_2R^{10}$, -$C_0$-$C_6$ alkyl-$C(O)SR^{10}$, -$C_0$-$C_6$ alkyl-$CONR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$COR^{13}$, -$C_0$-$C_6$ alkyl-$NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$SR^{10}$, -$C_0$-$C_6$ alkyl-$OR^{10}$, -$C_0$-$C_6$ alkyl-$SO_3H$, -$C_0$-$C_6$ alkyl-$SO_2NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$SO_2R^{10}$, -$C_0$-$C_6$ alkyl-$SOR^{13}$, -$C_0$-$C_6$ alkyl-$OCOR^{13}$, -$C_0$-$C_6$ alkyl-$OC(O)NR^{11}R^{12}$, -$C_0$-$C_6$ alkyl-$OC(O)OR^{13}$, -$C_0$-$C_6$ alkyl-$NR^{11}C(O)OR^{13}$, -$C_0$-$C_6$ alkyl-$NR^{11}C(O)NR^{11}R^{12}$, and -$C_0$-$C_6$ alkyl-$NR^{11}COR^{13}$, wherein said $C_1$-$C_6$ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each $R^4$ and $R^5$ is independently selected from H, halo, $C_1$-$C_6$ alkyl, -$C_0$-$C_6$ alkyl-Het, -$C_0$-$C_6$ alkyl-Ar and -$C_0$-$C_6$ alkyl-$C_3$-$C_7$ cycloalkyl;

$R^6$ and $R^7$ are each independently selected from H, halo, $C_1$-$C_6$ alkyl, -$C_0$-$C_6$ alkyl-Het, -$C_0$-$C_6$ alkyl-Ar and -$C_0$-$C_6$ alkyl-$C_3$-$C_7$ cycloalkyl;

$R^8$ and $R^9$ are each independently selected from H, halo, $C_1$-$C_6$ alkyl, -$C_0$-$C_6$ alkyl-Het, -$C_0$-$C_6$ alkyl-Ar and -$C_0$-$C_6$ alkyl-$C_3$-$C_7$ cycloalkyl;

$R^{10}$ is selected from H, $C_1$-$C_6$ alkyl, $C_3$-$C_6$ alkenyl, $C_3$-$C_6$ alkynyl, -$C_0$-$C_6$ alkyl-Ar, -$C_0$-$C_6$ alkyl-Het and -$C_0$-$C_6$ alkyl-$C_3$-$C_7$ cycloalkyl;

each $R^{11}$ and each $R^{12}$ are independently selected from H, $C_1$-$C_6$ alkyl, $C_3$-$C_6$ alkenyl, $C_3$-$C_6$ alkynyl, -$C_0$-$C_6$ alkyl-Ar, -$C_0$-$C_6$ alkyl-Het and -$C_0$-$C_6$ alkyl-$C_3$-$C_7$ cycloalkyl, or $R^{11}$ and $R^{12}$ together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S;

$R^{13}$ is selected from $C_1$-$C_6$ alkyl, $C_3$-$C_6$ alkenyl, $C_3$-$C_6$ alkynyl, -$C_0$-$C_6$ alkyl-Ar, -$C_0$-$C_6$ alkyl-Het and -$C_0$-$C_6$ alkyl-$C_3$-$C_7$ cycloalkyl;

$R^{14}$ and $R^{15}$ are each independently selected from H, $C_1$-$C_6$ alkyl, $C_3$-$C_6$ alkenyl, $C_3$-$C_6$ alkynyl, -$C_0$-$C_6$ alkyl-Ar, -$C_0$-$C_6$ alkyl-Het, -$C_0$-$C_6$ alkyl-$C_3$-$C_7$ cycloalkyl, -$C_0$-$C_6$ alkyl-O-Ar, -$C_0$-$C_6$ alkyl-O-Het, -$C_0$-$C_6$ alkyl-O-$C_3$-$C_7$ cycloalkyl, -$C_0$-$C_6$ alkyl-$S(O)_x$-$C_1$-$C_6$ alkyl, -$C_0$-$C_6$ alkyl-$S(O)_x$-Ar, -$C_0$-$C_6$ alkyl-$S(O)_x$-Het, -$C_0$-$C_6$ alkyl-$S(O)_x$-$C_3$-$C_7$ cycloalkyl, -$C_0$-$C_6$ alkyl-NH-Ar, -$C_0$-$C_6$ alkyl-NH-Het, -$C_0$-$C_6$ alkyl-NH-$C_3$-$C_7$ cycloalkyl, -$C_0$-$C_6$ alkyl-N($C_1$-$C_4$ alkyl)-Ar, -$C_0$-$C_6$ alkyl-N($C_1$-$C_4$ alkyl)-Het, -$C_0$-$C_6$ alkyl-N($C_1$-$C_4$ alkyl)-$C_3$-$C_7$ cycloalkyl, -$C_0$-$C_6$ alkyl-Ar, -$C_0$-$C_6$ alkyl-Het and -$C_0$-$C_6$ alkyl-$C_3$-$C_7$ cycloalkyl, where x is 0, 1 or 2, or $R^{14}$ and $R^{15}$, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said $C_1$-$C_6$ alkyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -$NH_2$, -NH(unsubstituted $C_1$-$C_6$ alkyl), -N(unsubstituted $C_1$-$C_6$ alkyl)(unsubstituted $C_1$-$C_6$ alkyl), unsubstituted -O$C_1$-$C_6$ alkyl, -$CO_2$H, -$CO_2$(unsubstituted $C_1$-$C_6$ alkyl), -$CONH_2$, -CONH(unsubstituted $C_1$-$C_6$ alkyl), -CON(unsubstituted $C_1$-$C_6$ alkyl)(unsubstituted

$C_1$-$C_6$ alkyl), -$SO_3H$, -$SO_2NH_2$, -$SO_2NH$(unsubstituted $C_1$-$C_6$ alkyl) and -$SO_2N$(unsubstituted $C_1$-$C_6$ alkyl)(unsubstituted $C_1$-$C_6$ alkyl);

$R^{16}$ is $C_1$-$C_6$ alkyl, -$C_0$-$C_6$ alkyl-Ar or -$C_0$-$C_6$ alkyl-Het; and

$R^{17}$ is H, $C_1$-$C_6$ alkyl, -$C_0$-$C_6$ alkyl-Ar or -$C_0$-$C_6$ alkyl-Het;

or a pharmaceutically acceptable salt or solvate thereof.

2. (Original): The compound according to claim 1, wherein p is 0, 1 or 2.

3. (Original): The compound according to claim 1, wherein t is 0.

4. (Previously presented): The compound according to claim1, wherein $R^1$ and $R^2$ are each H.

5. (Previously presented): The compound according to claim 1, wherein A is a phenyl fused ring.

6. (Previously presented): The compound according to claim 1, wherein k is 0.

7. (Currently amended): The compound according to claim 1, wherein [[~~U is~~]] U is -$OR^{10}$, -$COOR^{10}$, -$CONR^{11}R^{12}$ or -$NR^{11}R^{12}$.

8. (Previously presented): The compound according to claim 1, wherein U is -OH, -COOH, -$CONH_2$, -CON(H)$CH_2$-furan-2-yl, or -N(H)$CH_2$-furan-2-yl.

9-10 (Cancelled).

11. (Previously presented): The compound according to claim 1, wherein q is 1.

12. (Previously presented): The compound according to claim 1, wherein $R^8$ and $R^9$ are each H.

13. (Previously presented): The compound according to claim 1, wherein Q is a substituted phenyl group, containing one or two substituents selected from halo, $C_1$-$C_4$ alkoxy; and $C_1$-$C_4$ alkyl or Q is a 1,3-benzodioxolyl or dihydrobenzofuranyl group.

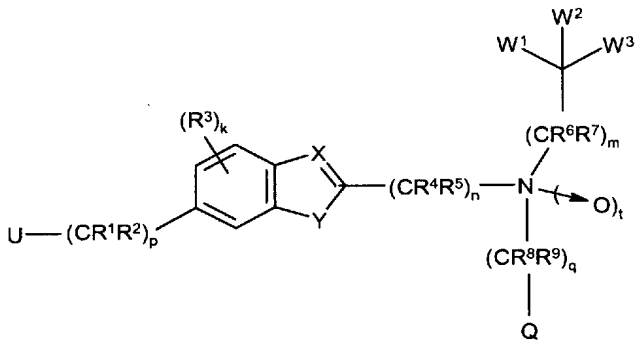
14. (Previously presented): The compound according to claim 1, wherein Q is a phenyl group substituted by one or two substituents selected from chloro, trifluoromethyl and methoxy or is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group.

15. (Previously presented): The compound according to claim 1, wherein m is 1 and $R^6$ and $R^7$ are both H.

16. (Previously presented): The compound according to claim 1, wherein $W^3$ is H

17. (Previously presented): The compound according to claim 1 wherein $W^1$ and $W^2$ are each unsubstituted phenyl or $W^1$ is unsubstituted phenyl and $W^2$ is methyl.

18. (Currently amended): A compound of Formula II:



II

wherein:

X is CH or N;

Y is O, or S;

U is selected from halo, $-OR^{10}$, $-NR^{14}R^{15}$, cyano, $-COOR^{10}$, $-OCOR^{13}$, $-CONR^{14}R^{15}$, $-N(R^{14})COR^{13}$, $-SO_2NR^{14}R^{15}$ , $-C(=NH)NR^{14}R^{15}$, and a 5 or 6-membered heterocyclic group;

~~A is a phenyl fused ring moiety, wherein k is 0 or 1;~~

$W^1$ is selected from $C_3$-$C_8$ cycloalkyl, aryl and Het, wherein said $C_3$-$C_8$ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, $C_1$-$C_6$ alkyl, $C_3$-$C_6$ alkenyl, $C_3$-$C_6$ alkynyl, -$C_0$-$C_4$ alkyl-$CO_2R^{10}$, -$C_0$-$C_4$ alkyl-$C(O)SR^{10}$, -$C_0$-$C_4$ alkyl-$CONR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$COR^{13}$, -$C_0$-$C_4$ alkyl-$NR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$SR^{10}$, -$C_0$-$C_4$ alkyl-$OR^{10}$, -$C_0$-$C_4$ alkyl-$SO_3H$, -$C_0$-$C_4$ alkyl-$SO_2NR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$SO_2R^{10}$, -$C_0$-$C_4$ alkyl-$SOR^{13}$, -$C_0$-$C_4$ alkyl-$OCOR^{13}$, -$C_0$-$C_4$ alkyl-$OC(O)NR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$OC(O)OR^{13}$, -$C_0$-$C_4$ alkyl-$NR^{11}C(O)OR^{13}$, -$C_0$-$C_4$ alkyl-$NR^{11}C(O)NR^{11}R^{12}$, and -$C_0$-$C_4$ alkyl-$NR^{11}COR^{13}$, where said $C_1$-$C_6$ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

$W^2$ is selected from H, halo, $C_1$-$C_6$ alkyl, $C_2$-$C_6$ alkenyl, $C_2$-$C_6$ alkynyl, -$C_0$-$C_4$ alkyl-$NR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$SR^{10}$, -$C_0$-$C_4$ alkyl-$OR^{10}$, -$C_0$-$C_4$ alkyl-$CO_2R^{10}$, -$C_0$-$C_4$ alkyl-$C(O)SR^{10}$, -$C_0$-$C_4$ alkyl-$CONR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$COR^{13}$, -$C_0$-$C_4$ alkyl-$OCOR^{13}$, -$C_0$-$C_4$ alkyl-$OCONR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$NR^{11}CONR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$NR^{11}COR^{13}$, -$C_0$-$C_4$ alkyl-Het, -$C_0$-$C_4$ alkyl-Ar and -$C_0$-$C_4$ alkyl-$C_3$-$C_7$ cycloalkyl, wherein said $C_1$-$C_6$ alkyl is optionally unsubstituted or

substituted by one or more halo substituents, and wherein the $C_3$-$C_7$ cycloalkyl, Ar and Het moieties of said -$C_0$-$C_4$ alkyl-Het, -$C_0$-$C_4$ alkyl-Ar and -$C_0$-$C_4$ alkyl-$C_3$-$C_7$ cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, $C_1$-$C_6$ alkyl, $C_3$-$C_6$ alkenyl, $C_3$-$C_6$ alkynyl, -$C_0$-$C_4$ alkyl-$CO_2R^{10}$, -$C_0$-$C_4$ alkyl-$C(O)SR^{10}$, -$C_0$-$C_4$ alkyl-$CONR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$COR^{13}$, -$C_0$-$C_4$ alkyl-$NR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$SR^{10}$, -$C_0$-$C_4$ alkyl-$OR^{10}$, -$C_0$-$C_4$ alkyl-$SO_3H$, -$C_0$-$C_4$ alkyl-$SO_2NR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$SO_2R^{10}$, -$C_0$-$C_4$ alkyl-$SOR^{13}$, -$C_0$-$C_4$ alkyl-$OCOR^{13}$, -$C_0$-$C_4$ alkyl-$OC(O)NR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$OC(O)OR^{13}$, -$C_0$-$C_4$ alkyl-$NR^{11}C(O)OR^{13}$, -$C_0$-$C_4$ alkyl-$NR^{11}C(O)NR^{11}R^{12}$, and -$C_0$-$C_4$ alkyl-$NR^{11}COR^{13}$, where said $C_1$-$C_6$ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

$W^3$ is selected from the group consisting of: H, halo, $C_1$-$C_6$ alkyl, -$C_0$-$C_4$ alkyl-$NR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$SR^{10}$, -$C_0$-$C_4$ alkyl-$OR^{10}$, -$C_0$-$C_4$ alkyl-$CO_2R^{10}$, -$C_0$-$C_4$ alkyl-$C(O)SR^{10}$, -$C_0$-$C_4$ alkyl-$CONR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$COR^{13}$, -$C_0$-$C_4$ alkyl-$OCOR^{13}$, -$C_0$-$C_4$ alkyl-$OCONR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$NR^{11}CONR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$NR^{11}COR^{13}$, -$C_0$-$C_4$ alkyl-Het, -$C_1$-$C_4$ alkyl-Ar and -$C_1$-$C_4$ alkyl-$C_3$-$C_7$ cycloalkyl, wherein said $C_1$-$C_6$ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is Ar or Het; wherein said Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, $C_1$-$C_6$ alkyl, $C_3$-$C_6$ alkenyl, $C_3$-$C_6$ alkynyl, -$C_0$-$C_4$ alkyl-$CO_2R^{10}$, -$C_0$-$C_4$ alkyl-$C(O)SR^{10}$, -$C_0$-$C_4$ alkyl-$CONR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$COR^{13}$, -$C_0$-$C_4$ alkyl-$NR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$SR^{10}$, -$C_0$-$C_4$ alkyl-$OR^{10}$, -$C_0$-$C_4$ alkyl-$SO_3H$, -$C_0$-$C_4$ alkyl-$SO_2NR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$SO_2R^{10}$, -$C_0$-$C_4$ alkyl-$SOR^{13}$, -$C_0$-$C_4$ alkyl-$OCOR^{13}$, -$C_0$-$C_4$ alkyl-$OC(O)NR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$OC(O)OR^{13}$, -$C_0$-$C_4$ alkyl-$NR^{11}C(O)OR^{13}$, -$C_0$-$C_4$ alkyl-$NR^{11}C(O)NR^{11}R^{12}$, and -$C_0$-$C_4$ alkyl-$NR^{11}COR^{13}$, where said $C_1$-$C_6$ alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

n is 2;

m is 0 or 1;

q is 0 or 1;

t is 0;

each $R^1$ and $R^2$ are independently selected from H, fluoro, $C_1$-$C_6$ alkyl, -$C_0$-$C_4$ alkyl-$OR^{10}$, -$C_0$-$C_4$ alkyl-$SR^{10}$, -$C_1$-$C_4$ alkyl-Het, -$C_1$-$C_4$ alkyl-Ar and -$C_1$-$C_4$ alkyl-$C_3$-$C_7$ cycloalkyl, where said $C_1$-$C_6$ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each $R^3$ is the same or different and is independently selected from halo, cyano, $C_1$-$C_6$ alkyl, -$C_0$-$C_4$ alkyl-$NR^{11}R^{12}$, -$C_0$-$C_4$ alkyl-$OR^{10}$, -$C_0$-$C_4$ alkyl-$SO_2NR^{11}R^{12}$, and -$C_0$-$C_4$ alkyl-$CO_2H$, wherein said $C_1$-$C_6$ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each $R^4$ and $R^5$ is independently selected from H, fluoro and $C_1$-$C_6$ alkyl;

$R^6$ and $R^7$ are each independently selected from H, fluoro and $C_1$-$C_6$ alkyl;

$R^8$ and $R^9$ are each independently selected from H, fluoro and $C_1$-$C_6$ alkyl;

$R^{10}$ is selected from H, $C_1$-$C_6$ alkyl, -$C_0$-$C_4$ alkyl-Ar, -$C_0$-$C_4$ alkyl-Het and -$C_0$-$C_4$ alkyl-$C_3$-$C_7$ cycloalkyl;

each $R^{11}$ and each $R^{12}$ are independently selected from H, $C_1$-$C_6$ alkyl, -$C_0$-$C_4$ alkyl-Ar, -$C_0$-$C_4$ alkyl-Het and -$C_0$-$C_4$ alkyl-$C_3$-$C_7$ cycloalkyl, or $R^{11}$ and $R^{12}$ together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S;

$R^{13}$ is selected from $C_1$-$C_6$ alkyl, -$C_0$-$C_4$ alkyl-Ar, -$C_0$-$C_4$ alkyl-Het and -$C_0$-$C_4$ alkyl-$C_3$-$C_7$ cycloalkyl;

$R^{14}$ and $R^{15}$ are each independently selected from H, $C_1$-$C_6$ alkyl, $C_3$-$C_6$ alkenyl, $C_3$-$C_6$ alkynyl, -$C_0$-$C_4$ alkyl-Ar, -$C_0$-$C_4$ alkyl-Het, -$C_0$-$C_4$ alkyl-$C_3$-$C_7$ cycloalkyl, -$C_0$-$C_4$ alkyl-O-Ar, -$C_0$-$C_4$ alkyl-O-Het, -$C_0$-$C_4$ alkyl-O-$C_3$-$C_7$ cycloalkyl, -$C_0$-$C_4$ alkyl-$S(O)_x$-$C_1$-$C_6$ alkyl, -$C_0$-$C_4$ alkyl-$S(O)_x$-Ar, -$C_0$-$C_4$ alkyl-$S(O)_x$-Het, -$C_0$-$C_4$ alkyl-$S(O)_x$-$C_3$-$C_7$ cycloalkyl, -$C_0$-$C_4$ alkyl-NH-Ar, -$C_0$-$C_4$ alkyl-NH-Het, -$C_0$-$C_4$ alkyl-NH-$C_3$-$C_7$ cycloalkyl, -$C_0$-$C_4$ alkyl-N($C_1$-$C_4$ alkyl)-Ar, -$C_0$-$C_4$ alkyl-N($C_1$-$C_4$ alkyl)-Het, -$C_0$-$C_4$ alkyl-N($C_1$-$C_4$ alkyl)-$C_3$-$C_7$ cycloalkyl, -$C_0$-$C_4$ alkyl-Ar, -$C_0$-$C_4$ alkyl-Het and -$C_0$-$C_4$ alkyl-$C_3$-$C_7$ cycloalkyl, where x is 0, 1 or 2, or $R^{14}$ and $R^{15}$, together with the

nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said $C_1$-$C_6$ alkyl, $C_3$-$C_6$ alkenyl, $C_3$-$C_6$ alkynyl are optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, $-NH_2$, -NH(unsubstituted $C_1$-$C_4$ alkyl), -N(unsubstituted $C_1$-$C_4$ alkyl)(unsubstituted $C_1$-$C_4$ alkyl), unsubstituted -$OC_1$-$C_4$ alkyl, $-CO_2H$, $-CO_2$(unsubstituted $C_1$-$C_4$ alkyl), $-CONH_2$, -CONH(unsubstituted $C_1$-$C_4$ alkyl), -CON(unsubstituted $C_1$-$C_4$ alkyl)(unsubstituted $C_1$-$C_4$ alkyl), $-SO_3H$, $-SO_2NH_2$, $-SO_2NH$(unsubstituted $C_1$-$C_4$ alkyl) and $-SO_2N$(unsubstituted $C_1$-$C_4$ alkyl)(unsubstituted $C_1$-$C_4$ alkyl);

or a pharmaceutically acceptable salt or solvate thereof.

19. (Previously presented): The compound according to claim 1, wherein: $R^1$, $R^2$, $R^3$, $R^4$, $R^5$, $R^6$, $R^7$, $R^8$ and $R^9$ are each H; U is $-OR^{10}$, $-COOR^{10}$, $-CONR^{11}R^{12}$ or $-NR^{11}R^{12}$; A is a phenyl fused ring; Q is a substituted phenyl group containing one or two substituents selected from halo, $C_1$-$C_4$ alkoxy and $C_1$-$C_4$ alkyl or Q is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group; p is 1 or 2; n is 2; m is 1; q is 1; k is 0; t is 0; $W^1$ is aryl; $W^2$ is aryl or $C_1$-$C_4$ alkyl; and $W^3$ is H; or a pharmaceutically acceptable salt or solvate thereof.

20. (Previously presented): The compound according to claim 1, wherein $R^1$, $R^2$, $R^3$, $R^4$, $R^5$, $R^6$, $R^7$, $R^8$, $R^9$ and $W^3$ are each H; U is -OH, -COOH, $-CONH_2$, $-CON(H)CH_2$-furan-2-yl, $-N(H)CH_2$-furan-2-yl; A is a phenyl fused ring; Q is a phenyl group substituted by one or two substituents selected from chloro, trifluoromethyl and methoxy or Q is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group; p is 1 or 2; n is 2; m is 1; q is 1; k is 0; t is 0; $W^1$ is unsubstituted phenyl; and $W^2$ is methyl or unsubstituted phenyl; or a pharmaceutically acceptable salt or solvate thereof.

21. (Currently amended): A compound selected from:

2-[2-{ [2-chloro-3-(trifluoromethyl)-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-[2-{ [2,4-dimethoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-[2-{[(2,3-dihydrobenzo[*b*]furan)methyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-[2-{[4-methoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

(*R*)-2-[2-{[2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid,

(*R*)-2-[2-{[(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid,

(*S*)-2-[2-[{[2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-benzofuran acetic acid,

(*S*)-2-[2-{ [(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-{2-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid,

2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid,

2-[2-{ [(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid,

2-{2-[(4-methoxy-benzyl)(2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid,

2-{2-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl-amino] ethyl}-benzofuran-6-yl)-N-furan-2-yl methyl–acetamide,

2-{2-[(2,4-dimethoxy-benzyl)(2,2-diphenylethyl)-amino]ethyl}-benzofuran-6-yl)-N-furan-2-yl methyl –acetamide,

2-{2-[(2(chloro-3-(trifluoromethyl)-benzyl) (2,2-diphenylethyl-amino]ethyl}-benzofuran-6-yl)-acetamide,

~~(racemic)~~ 2-{3-[(2-chloro-3-( trifluoromethyl)-benzyl)-(2-phenyl-propyl)-amino]-propyl}-benzofuran-6-yl)-acetic acid,

2-(2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl-(2,2-diphenylethyl)-amino]-propyl}-benzofuran-6-yl)-ethanol,

2-(2-{3-[(2,4-dimethoxy)-benzyl-(2,2-diphenylethyl)-amino]-propyl}-benzofuran-6-yl)-ethanol,

2-{3-[(2-chloro-3-( trifluoromethyl)-benzyl)-(( *R*)-2-phenyl-propyl)-amino]-propyl}-benzofuran-6-yl)-acetic acid,

2-{3-[(2-chloro-3-( trifluoromethyl)-benzyl)-(( *S*)-2-phenyl-propyl)-amino]-propyl}-benzofuran-6-yl)-acetic acid,

(2-chloro-3-trifluoromethyl-benzyl)-( 2,2-diphenyl-ethyl)-[3-(6-{2-[(furan-2-ylmethyl)-amino]-ethyl-benzofuran-2-yl)-propyl]-amine,

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

22. (Original): The compound according to claim 21, selected from:

2-[2-{ [2,4-dimethoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

(*R*)-2-[2-{[(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-{2-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid,

2-[2-{ [(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid,

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

23. (Previously presented): A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier or diluent.

24-26. (Cancelled).

27. (Currently amended): ~~The method according to claim 25,~~ A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound according to claim 1, wherein said LXR mediated disease or condition is atherosclerosis.

28. (Currently amended): ~~The method according to claim 25,~~ A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound according to claim 1, wherein said LXR mediated disease or condition is inflammation.

29. (Previously presented): A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of a compound according to claim 1.

30. (Previously presented): A method for inhibiting cholesterol absorption, said method comprising administering a therapeutically effective amount of a compound according to claim 1.

31-38 (Cancelled).

39. (Original): A compound selected from the group:

2-[ 2-[( 2,2-diphenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-[[2-chloro-3-(trifluoromethyl)benzyl-(2,2-diphenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{ [2,4-dimethoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{[(2,3-dihydrobenzo[*b*]furan)methyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{[4-methoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

(*R*)-2-[ 2-[(2-methyl-2-phenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

(*R*)-2-[2-{ [2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

(*R*)-2-[2-{[(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

(*S*)-2-[ 2-[(2-methyl-2-phenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

(*S*)-2-[2-[{[2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-benzofuran acetic acid methyl ester,

(*S*)-2-[2-{ [(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

2-{2-[(2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid methyl ester,

2-{2-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid methyl ester,

2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid methyl ester,

2-[2-{ [(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid methyl ester,

2-{2-[(4-methoxy-benzyl)(2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid methyl ester,

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.